

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CHRISTOPHER MACHADO, and
MICHAEL RUBIN, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

ENDURANCE INTERNATIONAL GROUP
HOLDINGS, INC., HARI
RAVICHANDRAN, AND TIVANKA
ELLAWALA,

Defendants.

No. 15-cv-11775-GAO

Oral Argument Requested

**DEFENDANTS' MOTION TO DISMISS THE THIRD AMENDED COMPLAINT
AND REQUEST FOR ORAL ARGUMENT**

Pursuant to Federal Rules of Civil Procedure 12(b)(6), 8, 9(b) and the Private Securities Litigation Reform Act, 15 U.S.C. § 78u-4(b)(2) ("Reform Act"), the undersigned defendants hereby move to dismiss this putative class action in its entirety. The grounds for this motion, which are explained in detail in the accompanying Memorandum of Law, include the following:

1. Plaintiffs' claims for violations under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 fail because they are barred by the one-year statute of limitations.
2. Plaintiffs' Securities Act claims also fail because plaintiffs have not identified any material misrepresentation by Endurance International Group Holdings, Inc. ("Endurance") or any individual defendant. Thus, the Complaint fails to establish falsity, and fails to establish that the purportedly false statements it challenges were material.
3. Plaintiffs' claims for violations under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 fail because plaintiffs have not identified (with the

particularity required by Rule 9(b) or otherwise) any material misrepresentation by Endurance or any individual defendant. To the extent plaintiffs purport to identify materially misrepresented or omitted information, documents Endurance filed with the Securities and Exchange Commission refute plaintiffs' allegations by demonstrating extensive disclosures plaintiffs received. Thus, the Complaint fails to establish falsity with particularity, and fails to establish that the purportedly false statements it challenges were material.

4. Plaintiffs' claims also fail under the Reform Act because plaintiffs have not pleaded facts to establish a strong inference that defendants acted with scienter.

5. Plaintiffs have also failed to adequately plead loss causation. The disclosures alleged to have caused their losses did not reveal previously concealed information, as required by law.

6. As further grounds for their motion, defendants rely on the Memorandum of Law submitted herewith.

WHEREFORE, defendants respectfully request that the Court dismiss this action in its entirety with prejudice.

REQUEST FOR ORAL ARGUMENT

Pursuant to Local Rule 7.1(d), defendants respectfully request oral argument of this motion.

LOCAL RULE 7.1 CERTIFICATION

Counsel for the defendants hereby certifies that on August 28, 2017, he conferred by phone with plaintiffs' counsel in a good faith attempt to resolve or narrow the issues involved in this motion.

Dated: August 29, 2017

DEFENDANTS ENDURANCE
INTERNATIONAL GROUP HOLDINGS, INC.,
HARI RAVICHANDRAN, AND TIVANKA
ELLAWALA,

By their attorneys,

/s/ William H. Paine

William H. Paine (BBO #550506)

John J. Butts (BBO #643201)

Peter A. Spaeth (BBO #545202)

Andrew S. Dulberg (BBO #675405)

WILMER CUTLER PICKERING HALE & DORR LLP

60 State Street

Boston, MA 02109

617 526-6000 (t)

617 526-5000 (f)

william.paine@wilmerhale.com

john.butts@wilmerhale.com

peter.spaeth@wilmerhale.com

andrew.dulberg@wilmerhale.com

CERTIFICATION

I hereby certify that on August 29, 2017, a copy of foregoing was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing. Parties may access this filing through the Court's system.

/s/ Andrew S. Dulberg

Andrew S. Dulberg

WILMER CUTLER PICKERING HALE & DORR LLP

60 State Street

Boston, MA 02109

617 526-6000 (t)

617 526-5000 (f)

andrew.dulberg@wilmerhale.com